

**LAW OFFICES OF
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December 12, 2008

Honorable Anne K. Quinlan
Acting Secretary
Surface Transportation Board
Washington, DC 20423

RECORDATION NO.

23725-B
FILED

DEC 12 '08

-3 13 PM

Dear Acting Secretary Quinlan:

SURFACE TRANSPORTATION BOARD

I have enclosed for efileing the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Lease Termination, a secondary document, dated as of December 9, 2008. The primary document to which this is connected is recorded under Recordation No. 23725. We request that this document be recorded under Recordation No. 23725-B.

The names and addresses of the parties to the Lease Termination are:

Lessor:

PNC Equipment Finance, LLC f/k/a PNC Leasing, LLC
Two PNC Plaza
620 Liberty Avenue
Pittsburgh, PA 15222

Lessee:

Cemex, Inc.
1200 Smith Street
Houston, TX 77002

A description of the equipment covered by the Lease Termination consists of 100 covered hopper cars numbered CEMX 11001-11100, inclusive.

Honorable Anne K. Quinlan

December 12, 2008

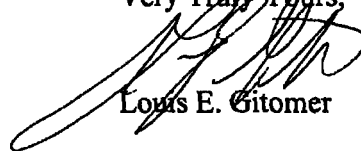
Page 2

A fee of \$41.00 is enclosed. Please return one copy by email to:

Louis E. Gitomer
600 Baltimore Avenue, Suite 301
Towson, MD 21204
Lou_Gitomer@verizon.net

A short summary of the document to appear in the index follows: a Lease Termination between PNC Equipment Finance, LLC f/k/a PNC Leasing, LLC, Two PNC Plaza, 620 Liberty Avenue, Pittsburgh, PA 15222, and Cemex, Inc., 1200 Smith Street, Houston, TX 77002, covering 100 covered hopper cars numbered CEMX 11001-11100, inclusive.

Very Truly Yours,

A handwritten signature in black ink, appearing to be 'L. Gitomer', written over the typed name.

Louis E. Gitomer

Enclosure

DEC 12 '03

-3 13 PM

LEASE TERMINATION

SURFACE TRANSPORTATION BOARD

The Lease Termination dated as of December 9, 2008 is between PNC Equipment Finance, LLC f/k/a PNC Leasing, LLC, assignee of Fleet Capital Corporation, as Lessor, and Cemex, Inc., as Lessee.

WHEREAS, Lessor and Lessee entered a Master Equipment Lease Agreement dated as of October 16, 2001, and recorded a Memorandum of Master Equipment Lease Agreement dated as of October 16, 2001 (the "Lease"), at the Surface Transportation Board (the "Board") on October 26, 2001 at 2:20 pm under the Recordation No. 23725 for 100 covered hopper cars number CEMX 11001-11100, inclusive (the "Equipment"); and

WHEREAS, The rights, interests and obligations of Lessor and Lessee under the Lease have been fulfilled; and

WHEREAS, Lessor and Lessee have agreed to terminate the Lease.

NOW, THEREFORE, in consideration of the premises, Lessor and Lessee hereby acknowledge and confirm for the public record the termination of the Lease, and all rights and obligations arising under the Lease with respect to the Equipment.

This Lease Termination may be executed in separate counterparts, each of which when so executed and delivered shall be an original for all purposes, but all such counterparts shall constitute but one and the same instrument.

IN WITNESS WHEREOF, Lessor and Lessee have executed or caused this Lease Termination to be duly executed as of the date first above written.

PNC Equipment Finance, LLC f/k/a
PNC Leasing, LLC
as Lessor

By: Anthony C. Ortenzo
Anthony C. Ortenzo
Its: Vice President

Cemex, Inc.
as Lessee

By: _____

Its: _____

LEASE TERMINATION

The Lease Termination dated as of December 9, 2008 is between PNC Equipment Finance, LLC f/k/a PNC Leasing, LLC, assignee of Fleet Capital Corporation, as Lessor, and Cemex, Inc., as Lessee.

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WHEREAS, The rights, interests and obligations of Lessor and Lessee under the Lease have been fulfilled; and

WHEREAS, Lessor and Lessee have agreed to terminate the Lease.

NOW, THEREFORE, in consideration of the premises, Lessor and Lessee hereby acknowledge and confirm for the public record the termination of the Lease, and all rights and obligations arising under the Lease with respect to the Equipment.

This Lease Termination may be executed in separate counterparts, each of which when so executed and delivered shall be an original for all purposes, but all such counterparts shall constitute but one and the same instrument.

IN WITNESS WHEREOF, Lessor and Lessee have executed or caused this Lease Termination to be duly executed as of the date first above written.

PNC Equipment Finance, LLC f/k/a
PNC Leasing, LLC
as Lessor

By: _____
Anthony C. Ortenzo
Its: Vice President


Cemex, Inc.
as Lessee

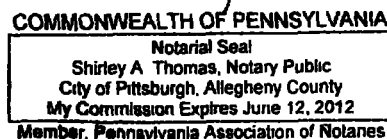
By:  _____
Alejandro Benavides
Its: Treasurer

COMMONWEALTH OF PENNSYLVANIA)
)
COUNTY OF ALLEGHENY)

ss.

On this 9TH day of December, 2008, before me, SHIRLEY A. THOMAS, the undersigned Notary Public, personally appeared ANTHONY A. ORTENZO personally known to me to be the person who executed the within instrument as VICE PRESIDENT on behalf of PNC Equipment Finance, LLC f/k/a PNC Leasing, LLC, and acknowledged to me that the corporation executed it.


Notary Public for ALLEGHENY COUNTY
My Commission expires JUNE 12, 2012



STATE OF TEXAS)
)
COUNTY OF HARRIS)

ss.

On this ____ day of December, 2008, before me, _____, the undersigned Notary Public, personally appeared _____ personally known to me to be the person who executed the within instrument as _____ on behalf of Cemex, Inc., and acknowledged to me that the corporation executed it.

Notary Public for _____
My Commission expires _____

COMMONWEALTH OF PENNSYLVANIA)
)
COUNTY OF ALLEGHENY)

ss.

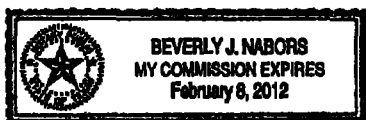
On this ____ day of December, 2008, before me, _____, the undersigned Notary Public, personally appeared _____ personally known to me to be the person who executed the within instrument as _____ on behalf of PNC Equipment Finance, LLC f/k/a PNC Leasing, LLC, and acknowledged to me that the corporation executed it.

Notary Public for _____
My Commission expires _____

STATE OF TEXAS)
)
COUNTY OF HARRIS)

ss.

On this 10th day of December, 2008, before me, BEVERLY J. NABORS, the undersigned Notary Public, personally appeared ALEJANDRO BENAVIDES personally known to me to be the person who executed the within instrument as TREASURER on behalf of Cemex, Inc., and acknowledged to me that the corporation executed it.



Beverly J. Nabors
Notary Public for State of Texas
My Commission expires FEB 8, 2012